

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

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Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**SUPPLEMENTAL DECLARATION RELATED TO THE EMPLOYMENT AND
RETENTION OF FTI CONSULTING, INC.
AS FINANCIAL ADVISORS FOR THE DEBTORS**

I, William J. Nolan, being duly sworn, hereby depose and say:

1. I am a Senior Managing Director with FTI Consulting, Inc., together with its wholly owned subsidiaries, agents, independent contractors and employees, (“FTI”), an international consulting firm. I submit this Supplemental Declaration on behalf of FTI (the “Supplemental Declaration”) in accordance with sections 327 and 328 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules for the Bankruptcy Court for the Southern District of New York (the “Local Rules”). I submit this Supplemental Declaration in further support of the application (the “Application”)¹ of Residential Capital LLC, et al., the debtors and debtors in possession in the above-captioned Chapter 11 cases (collectively, the “Debtors”), for authorization to employ and retain FTI as financial advisors under the terms and conditions set forth in the engagement letter and Standard Terms and Conditions between FTI and the Debtors dated August 25, 2011 (collectively, the “Engagement Agreement”) and the

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

Addendum to the Engagement Agreement dated July 18, 2012. Except as otherwise noted,² I have personal knowledge of the matters set forth herein.

2. On July 25, 2012, the Court entered the Order Authorizing the Employment and Retention of FTI Consulting, Inc. as Financial Advisor *Nunc Pro Tunc* to May 14, 2012 [docket No. 902] (the “Retention Order”), approving FTI’s retention. In the original affidavit filed in support of the Application, FTI reserved the right to file a supplemental declaration in the event that FTI discovered any relevant facts or relationships with respect to FTI’s engagement. Accordingly, FTI has performed a relationship search for parties-in-interest that have become involved, or whose involvement has become known to FTI, with ResCap’s bankruptcy proceedings since the filing of the original Affidavit. A listing of newly reviewed parties is reflected on Exhibit A annexed to the Supplemental Declaration. FTI’s review, completed under my supervision, consisted of a query of all such parties within an internal computer database containing names of individuals and entities that are present or recent former clients of FTI.

3. Based on the results of its review, FTI does not have a relationship with any of the parties on Exhibit A in matters related to these proceedings. FTI has provided and could reasonably be expected to continue to provide services unrelated to the Debtors’ cases for the various entities shown on Exhibit B attached to this Supplemental Declaration. FTI’s assistance to these parties has related to providing various financial restructuring, litigation support and/or engineering and scientific investigation consulting services. To the best of my knowledge, no services have been provided to these parties in interest which involve their rights in the Debtors’ cases, nor does FTI’s involvement in these cases compromise its ability to continue such consulting services.

² Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based

4. In addition, in accordance with the Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment and Retention of San Marino Business Partners LLC as Consultant to the Committee, *Nunc Pro Tunc* to August 11, 2012 [docket 1281] (the “San Marino Application”), the Committee has retained San Marino Business Partners to evaluate the Debtors’ RMBS Settlement. As noted in Bradford Cornell’s Declaration supporting the San Marino Application, Mr. Cornell is an independent contractor and advisory committee member for Compass Lexecon, which is an independently operated affiliate of FTI. The purpose of this Supplemental Disclosure is to provide further information regarding the “connection” between Mr. Cornell and FTI.

5. Mr. Cornell is not an employee of FTI Consulting, Inc., and he maintains an office in Pasadena, California, which is occupied exclusively by Compass Lexecon personnel. There has been and will be no contact between Mr. Cornell and FTI personnel with respect to the San Marino ResCap engagement or the FTI ResCap engagement. Mr. Cornell does not have access to FTI systems and files where FTI ResCap engagement related information is stored. Similarly, FTI personnel do not have any access to the systems or files where San Marino maintains its engagement related information. However, consistent with its standard operating procedures, FTI has established an ethical wall to ensure that there is no inadvertent sharing of information between FTI and Mr. Cornell.

6. FTI continues to reserve the right to supplement its disclosures in the event that FTI discovers any facts bearing on matters related to FTI’s involvement in ResCap’s bankruptcy proceedings. It is FTI’s policy and intent to update and expand its ongoing relationship search for additional parties in interest in an expedient manner. If any new material relevant facts or

on information provided by them.

relationships are discovered or arise, FTI will promptly file a Bankruptcy Rule 2014(a) supplemental declaration.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 3 day of December 2012.

Wally Nolan
Senior Managing Director

EXHIBIT A

Additional Parties-In-Interest Noted for Court Disclosure

Access Legal Services (Wendy Alison Nora)
Akerman Senterfitt LLP
Akin Gump Strauss Hauer & Feld LLP
Alexander Prieto, Deputy Attorney
Allen & Overy LLP
Alston & Bird, LLP
Analytic Focus, LLC
Aurelius Capital Management, LP
BHR Capital LLC
Bill Schuette, Attorney General
Bloomberg
Boston Providers
Carter Ledyard & Milburn LLP
Chadbourne & Parke, LLP
Chris Koster, Attorney General
Cleary Gottlieb Steen & Hamilton LLP
Clifford Chance
CNDA
Coherent Economics, LLC
Courtney F. Harris
Crowe & Dunlevy P.C.
David J. Brown, CA Bar No. 56628
David P. Stich, Esq.
Dechert LLP
DLJ Mortgage Capital, Inc.
Duane Morris LLP
Duff & Phelps
Eric T. Schneiderman, Attorney General
Featherstone Petrie DeSisto LLP
Fedelina Roybal-DeAgüero 2008 Trust
Felderstein Fitzgerald Willoughby & Pascuzzi
LLP
FNY Capital Markets
Fortace LLC
Freeborn & Peters LLP
Gersten Law Group
Gibbons P.C.
Gibbs & Bruns LLP
Green Tree Credit Solutions
Heather Boone McKeever, Esq.
Hodgson Russ LLP
Hunton & Williams LLP

J.F. Morrow
James B. Blackburn, Jr
Jonathan D. Crowley, Esq.
Joseph Corrigan
Kay D. Brock, Assistant Travis County Attorney

Kelley Drye & Warren LLP
Law Office of J. Arthur Roberts
Law Office of Kriss & Feuerstein LLP
Law Office of Michael P. Roland
Law Offices of Brett A. Mearkle, P.A.
Law Offices of Christopher Green
Legg Law Firm LLC
Linebarger Goggan Blair & Sampson, LLP

Locke Lord LLP
Loeb & Loeb LLP
Magnozzi & Kye LLP
Manatt, Phelps & Phillips, LLC
Mathis, Riggs & Prather, P.S.C.
McCreary, Veselka, Bragg & Allen, P.C.
Mesirow Financial Consulting, LLC
Milbank, Tweed, Hadley & McCloy LLP
Monroe County Tax Claim Bureau
Morgan Lewis & Bockius
MyLegalHelpUSA.com
Nichols Kaster, LLP
Orrick, Herrington & Sutcliffe LLP
Quarles & Brady LLP
Ranieri Partners
Receivable Management Services
Reed Smith LLP
Reinhart Boerner Van Deuren, s.c.
Robert E. Brown, P.C.
Romero Law Firm
Roosevelt Depositor, LLC
Roosevelt Mortgage Acquisition Company
Ropes & Gray, LLP
San Marino Business Partners, LLC
Scarinci & Hollenbeck, LLC
Schlam Stone & Dolan LLP
Schulte Roth & Zabel LLP

Selene Financial, LP
Severson & Werson PC
Seward & Kissel LLP
Shafferman & Feldman LLP
Shaghzo & Shaghzo Law Firm, APC
Shapiro Blasi Wasserman & Gora, P.A.
Shearman & Sterling
SNR Denton
Stein, Wiener & Roth, LLP
Stinson Morrison Hecker LLP
Sullivan Hazeltine Allinson LLC
Talcott Franklin P.C.
Teitelbaum & Baskin LLP
Towers Watson
TPG Opportunity Partners
UFAN Legal Group P.C.
Walter Investment Management Corp.
Weil, Gotshal & Manges LLP
Weisman & Gordon, LLP
White & Case, LLP
Willkie Farr & Gallagher LLP
Wilson, Elser, Moskowitz, Edelman & Dicker
LLP
Wolf Group L.A.
Wong Fleming, P.C.

EXHIBIT B

Relationships in Matters Unrelated to These Proceedings

Akin Gump Strauss Hauer & Feld LLP
Allen & Overy LLP
Alston & Bird, LLP
Bloomberg
Chadbourne & Parke, LLP
Cleary Gottlieb Steen & Hamilton LLP
Clifford Chance
Coherent Economics, LLC
Crowe & Dunlevy P.C.
David J. Brown, CA Bar No. 56628
Dechert LLP
DLJ Mortgage Capital, Inc.
Duane Morris LLP
Eric T. Schneiderman, Attorney General
Freeborn & Peters LLP
Hodgson Russ LLP
Hunton & Williams LLP
Kelley Drye & Warren LLP
Locke Lord LLP
Loeb & Loeb LLP
Manatt, Phelps & Phillips, LLC
Mesirow Financial Consulting, LLC
Morgan Lewis & Bockius
Orrick, Herrington & Sutcliffe LLP
Quarles & Brady LLP
Reed Smith LLP
Ropes & Gray, LLP
Schlam Stone & Dolan LLP
Schulte Roth & Zabel LLP
Seward & Kissel LLP
Shearman & Sterling
SNR Denton
Stinson Morrison Hecker LLP
Weil, Gotshal & Manges LLP
White & Case, LLP
Willkie Farr & Gallagher LLP
Wilson, Elser, Moskowitz, Edelman & Dicker
LLP